

CAHILL

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Corporate Governance & Investigations

Cahill advises boards of directors, special committees, and directors and officers of publicly held companies in significant corporate governance matters and investigations. We are often called upon to assist clients with particularly sensitive matters involving accounting, conflicts of interest, employee, director and management responsibilities and business practices. The firm is widely regarded for its ability to develop remedial and compliance plans that appropriately address potential liabilities and provide appropriate responses to governmental and regulatory inquiries.

Our team includes a former United States Attorney and a former Assistant United States Attorney for the Southern District of New York, and other lawyers who joined Cahill following distinguished careers in the Securities and Exchange Commission, Department of Justice and Department of the Treasury.

We have extensive experience conducting multinational investigations involving alleged violations of the Foreign Corrupt Practices Act (FCPA), The Office of Foreign Assets Control (OFAC), and commercial bribery. We also have a long track record conducting antitrust and price fixing investigations in markets including healthcare, pharmaceuticals, automotive industries, paper products, homebuilding, and tobacco.

We represent parties in proceedings before Congress, the Securities and Exchange Commission, Department of Justice, United States Attorneys' Offices, Department of the Treasury, Office of the Inspector General, State Attorneys General as well as the New York Stock Exchange, FINRA, Chicago Board Options Exchange and other prosecutorial and regulatory agencies. Our past representations before these agencies often have resulted in favorable resolutions for our clients.

For example, Cahill represented Homestore, Inc. in investigations initiated by the DOJ and SEC in which the U.S. Attorney General and the SEC Director of Enforcement publicly commended the company's handling of the matter, and, determined to bring no charges against the company. We represented the Audit Committee of Novell Inc. in its voluntary, independent review of past stock based compensation practices and the Audit Committee of Bausch & Lomb in formal investigations pertaining to its subsidiaries in South America, Asia and Europe, where we recommended changes in compliance, ethics and financial control procedures and communicated progress of these investigations to the SEC.

We advised WellCare Health Plans, Inc.'s new senior management in connection with matters relating to the consequences of alleged conduct by prior management, including by the FBI, SEC and U.S. Attorney's Office. We have represented or are representing the Audit Committees of the New York Mercantile Exchange, Qualcomm, Pride International and Diageo, the Special Committee of Abercrombie & Fitch, the Independent Directors of Cablevision, Centex Homes, Freddie Mac, and other public companies in various corporate governance matters and/or investigations. We have conducted complex investigations and defended numerous financial institutions, officers and directors, in securities fraud claims.

We have represented Fortune 50 companies in matters involving alleged insider trading and successfully represented a company in the multidistrict Enron litigation, which included representation in connection with the government's Enron Task Force and the criminal trials of Ken Lay and Jeff Skilling. We have conducted internal investigations and represented companies in grand jury matters arising from allegations of price fixing and other antitrust laws. We defended a major travel and leisure company in a three year investigation initiated by the SEC arising from financial restatements that was closed without SEC or other adverse action to our client, as well as that of a leading insurer in connection with the New York Attorney General Office's inquiry into sales practices in the insurance brokerage industry.

CAHILL GORDON & REINDEL LLP